

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS**

JOSEPH L. DIEBOLD, JR., on behalf of ) the EXXONMOBIL SAVINGS PLAN, and ) PAUL J. HUNDT, on behalf of the TEXAS ) INSTRUMENTS 401(K) SAVINGS PLAN, ) and all others similarly situated, ) ) No. 09-Civ-1934
Plaintiffs, ) ) Hon. William J. Hibbler
v. ) )
NORTHERN TRUST INVESTMENTS, N.A., ) and THE NORTHERN TRUST COMPANY, ) ) Defendants. )

**PLAINTIFFS' MOTION FOR LEAVE TO FILE  
SECOND AMENDED CONSOLIDATED CLASS ACTION COMPLAINT**

Plaintiffs Joseph L. Diebold, Jr., and Paul J. Hundt (collectively, "Plaintiffs"), by and through their undersigned counsel, respectfully submit this Motion for Leave to File a Second Amended Consolidated Class Action Complaint, pursuant to Federal Rule of Civil Procedure 15(a).

Plaintiffs request entry of an order permitting Plaintiffs to amend the Consolidated Class Action Complaint ("Complaint") to remedy deficiencies this Court previously cited in dismissing Plaintiffs' claim that Northern Trust Investments and Northern Trust Company (collectively, "Defendants") engaged in ERISA-prohibited transactions, and to provide further allegations in support of Plaintiffs' claim that Defendants failed to manage retirement plan assets in a prudent and loyal fashion. The proposed amended complaint (with exhibits) is attached hereto as Exhibit A. The reasons for this request are discussed more fully in the accompanying brief that Plaintiffs have filed today and is incorporated herein.

WHEREFORE, Plaintiffs respectfully ask this Court to grant Plaintiffs leave to file a second amended consolidation class action complaint.

Dated: February 15, 2012

Respectfully submitted,

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**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that the foregoing "**Plaintiffs' Motion for Leave to File Second Amended Consolidated Class Action Complaint**" was served upon counsel of record as listed below via the Court's electronic filing system on this the 15th day of February, 2012:

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